

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On June 12, 2009, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight mail, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via facsimile:

- 1) Notice of Intention to Renew De Minimis Real Property Lease (Brighton, Michigan Lease) [a copy of which is attached hereto as Exhibit D]
- 2) Notice of Proposed Sale of Property in Dayton, Ohio Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto as Exhibit E]

On June 12, 2009, I caused to be served the document listed below (i) upon the party listed on Exhibit F hereto via overnight mail, and (ii) upon the party listed on Exhibit G hereto via electronic notification:

- 3) Notice of Intention to Renew De Minimis Real Property Lease (Brighton, Michigan Lease) [a copy of which is attached hereto as Exhibit D]

On June 12, 2009, I caused to be served the document listed below (i) upon the parties listed on Exhibit H hereto via overnight mail, and (ii) upon the parties listed on Exhibit I hereto via facsimile:

- 4) Notice of Proposed Sale of Property in Dayton, Ohio Pursuant to Order Under 11 U.S.C. § 363 Approving Procedures to Sell Certain De Minimis Assets Free and Clear of Liens, Claims, and Encumbrances [a copy of which is attached hereto as Exhibit E]

Dated: June 16, 2009

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 16th day of June, 2009, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ L. Maree Sanders

Commission Expires: 10/1/09

EXHIBIT A

Company	Contact	Address1	Address2	City	State	Zip	Phone	Party/Function
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	Counsel to Debtor's Postpetition Administrative Agent
JPMorgan Chase Bank, NA	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	
JPMorgan Chase Bank, NA	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10012	212-270-0426	
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	Counsel to Official Committee of Unsecured Creditors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
United States Trustee	Brian Masumoto	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	Counsel to United States Trustee
Varnum, Riddering, Schmidt & Howlett	Michael S. McElwee	Bridge Water Place	P.O. Box 352	Grand Rapids	MI	49501	616-336-6827	

EXHIBIT B

Company	Contact	Address1	City	State	Zip	Phone	Email	Party/Function
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue	New York	NY	10017	212-450-4092 212-450-4213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue	New York	NY	10022	212-906-1370	robert.rosenberg@lw.com	Counsel to Official Committee of Unsecured Creditors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue	New York	NY	10017	212-455-2000	kziman@stblaw.com rtrust@stblaw.com wrussell@stblaw.com	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.

EXHIBIT C

Company	Contact	Address1	Address2	City	State	Zip	Phone	Fax	Party/Function
Davis, Polk & Wardwell	Donald Bernstein						212-450-4092	212-450-3092	Counsel to Debtor's Postpetition
JPMorgan Chase Bank, NA	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	212-450-3213	Administrative Agent
JPMorgan Chase Bank, NA	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	
JPMorgan Chase Bank, NA	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10012	212-270-0426	212-270-0430	
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	Counsel to Official Committee of Unsecured Creditors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Varnum, Riddering, Schmidt & Howlett	Michael S. McElwee	Bridge Water Place	P.O. Box 352	Grand Rapids	MI	49501	616-336-6827	616-336-7000	

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

NOTICE OF INTENTION TO RENEW DE MINIMIS REAL PROPERTY LEASE
(Brighton, Michigan Lease)

1. ORDER APPROVING PROCEDURES TO ENTER INTO OR RENEW REAL
PROPERTY LEASES

PLEASE TAKE NOTICE that on January 6, 2006, the United States Bankruptcy Court for the Southern District of New York entered an Order Under 11 U.S.C. §§ 363, 1107, And 1108 Approving Procedures To Enter Into Or Renew Real Property Leases Without Further Court Approval (the "Order," a copy of which is attached hereto as Exhibit 1) (Docket No. 1777). The Order authorized the above-captioned debtors and debtors-in-possession (the "Debtors") to enter into certain lease transactions upon notice to the Notice Parties (as defined in the Order) without further Court approval. The Debtors have determined to renew the following de minimis real property lease (the "Lease") pursuant to the Order:

Location Of Leased Premises:

12501 East Grand River
Brighton, Michigan

2. LEASE RENEWAL EFFECTIVE DATE

PLEASE TAKE FURTHER NOTICE that Delphi Automotive Systems LLC (the "Tenant"), one of the Debtors, plans on entering into the Lease Renewal with respect to the premises described in paragraph 1 hereof (the "Premises") on June 26, 2009.

3. LESSOR

Osprey S.A., LTD.

PLEASE TAKE FURTHER NOTICE that the Lessor under the Lease is not an "insider" of any of the Debtors as defined in 11 U.S.C. § 101(31).

4. DESCRIPTION OF LEASE RENEWAL TERMS

PLEASE TAKE FURTHER NOTICE that a description of the terms of the de minimis Lease Renewal is attached hereto as Exhibit 2.

Dated: New York, New York
June 12, 2009

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti
Four Times Square
New York, New York 10036

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Exhibit 1 - Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	: Chapter 11
	:
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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ORDER UNDER 11 U.S.C. §§ 363, 1107, AND 1108 APPROVING
PROCEDURES TO ENTER INTO OR RENEW REAL PROPERTY
LEASES WITHOUT FURTHER COURT APPROVAL

("LEASE PROCEDURES ORDER")

Upon the motion, dated December 16, 2005 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 365, 1107, and 1108 approving procedures to enter into new or renew existing non-residential leases or subleases of real property (the "Leases") without further Court approval; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as provided herein.

2. The Debtors are hereby authorized but not directed to enter into or renew the Leases without further Court approval, subject to the procedures set forth below.

3. For a Lease with average Lease obligations of \$200,000 or less per annum or Lease obligations of \$1 million or less in the aggregate (a "De Minimis Lease"), the Debtors shall be authorized but not directed to enter into or renew a De Minimis Lease without further Bankruptcy Court approval. The Debtors, however, shall use reasonable efforts to provide notice of the terms of any De Minimis Lease it intends to enter into to counsel for the Official Committee of Unsecured Creditors prior to entering into such De Minimis Lease. In the event Debtors are unable to provide such notice to counsel for the Official Committee of Unsecured Creditors prior to entering into a De Minimis Lease, Debtors shall provide such notice after the Debtors enter into the De Minimis Lease. Notwithstanding the foregoing, if a lessor under a De Minimis Lease is an "insider" as defined in section 101(31) of the Bankruptcy Code, the Debtors shall comply with the procedures set forth in paragraph 4 herein.

4. For a Lease with average lease obligations of \$200,001 or more per annum or Lease obligations in excess of \$1 million up to and including \$5 million in the aggregate, the Debtors shall give notice of their intention to enter into or renew such Lease (the "Lease Notice") to (a) the Office of the United States Trustee for the Southern District of New York, (b) counsel for the Official Committee of Unsecured Creditors, (c) counsel for the agent under the Debtors' prepetition credit facility, and (d) counsel for the agent under the Debtors' post-petition facility (collectively, the "Notice Parties"). The Debtors shall serve the Lease Notice by facsimile, overnight delivery, or hand delivery. The Lease Notice shall include the following information: (a) the proposed Lease to be entered into or renewed, (b) the identity of the lessor (including a statement as to whether the proposed lessor is an "insider" as defined in section 101(31) of the

Bankruptcy Code), and (c) a description of the terms of the proposed Lease. The Notice Parties shall have ten business days following initial receipt of the Lease Notice to object to or request additional time to evaluate the proposed Lease. If counsel to the Debtors receives no written objection or written request for additional time prior to the expiration of such ten business day period, the Debtors shall be authorized to enter into or renew the Lease. If a Notice Party objects to the proposed Lease within ten business days after the Lease Notice is received, the Debtors and such objecting Notice Party shall meet and confer in an attempt to negotiate a consensual resolution. Should either party determine that an impasse exists, then the Debtors shall move the Bankruptcy Court for authority to enter into or renew the Lease, as the case may be, upon notice to the objecting party and other parties-in-interest in accordance with the Court's Case Management Order entered on October 14, 2005 ("Case Management Order").

5. For a Lease with Lease obligations in excess of \$5 million in the aggregate, the Debtors will be authorized to enter into the Lease only after obtaining Bankruptcy Court approval of the proposed Lease after notice and a hearing.

6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

7. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
January 6, 2006

/s/ Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

Exhibit 2 - Lease Renewal Terms

1. Lessor: Osprey S.A., LTD
7600 Grand River, Suite 185
Brighton, Michigan 48114
2. Tenant: Delphi Automotive Systems LLC
3. Premises: Building comprising 64,129 square feet, and
approximately 3.12 acres of land and associated
improvements, all located at:

12501 East Grand River
Brighton, Michigan
4. Commencement Date: July 1, 2009
5. Expiration Date: December 31, 2009
6. Monthly Base Rent: \$38,584.28
7. Operating Expenses: Tenant shall pay its proportional share of
operating expenses, utilities, real property taxes,
special assessments, and insurance.
8. Permitted Use: Any lawful purpose.
9. Renewal Options: No renewal option.

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PROPOSED SALE OF PROPERTY IN DAYTON, OHIO
PURSUANT TO ORDER UNDER 11 U.S.C. § 363 APPROVING
PROCEDURES TO SELL CERTAIN DE MINIMIS ASSETS FREE AND
CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES

PLEASE TAKE NOTICE THAT in accordance with the Order Under 11 U.S.C.
§ 363 Approving Procedures To Sell Certain De Minimis Assets Free And Clear of Liens,
Claims, And Encumbrances And To Pay Market Rate Broker Commissions In Connection
With Such Sales Without Further Court Approval (Docket No. 766) (the "De Minimis Asset
Sale Order"), Delphi Automotive Systems, LLC (the "Debtor") hereby gives notice of its
intention to sell certain property located at 1515 Cincinnati Street, Dayton, Ohio (the
"Property") to IRG Dayton I LLC (the "Purchaser") pursuant to the Amended And Restated
Real Property Purchase Agreement by and between the Debtor and the Purchaser, dated June 4,
2009 (the "Agreement"). A copy of the Agreement is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE THAT the Property to be sold is an
improved parcel of real property that contains approximately 56.35 acres, including the
buildings located on the Property.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Agreement, the Debtor will sell the Property to the Purchaser for the purchase price of \$800,000.00 and the assumption of certain liabilities, including environmental liabilities (the "Purchase Price").

PLEASE TAKE FURTHER NOTICE THAT pursuant to the listing agreement for the sale of the Property, the Debtor will pay a commission on the sale of the Property to Colliers Turley Martin Tucker ("CTMT") equal to four percent of the Purchase Price (the "Commission").

PLEASE TAKE FURTHER NOTICE THAT pursuant to a separate commission agreement (the "Commission Agreement"), CTMT will remit 25% of any part of the Commission it receives to the Debtor's internal real estate broker, DREAL Inc., a debtor in these chapter 11 cases. A true and correct copy of the Commission Agreement is attached hereto as Exhibit B.

PLEASE TAKE FURTHER NOTICE THAT the Purchaser and CTMT are not insiders of the Debtor as such term is defined in section 101(31) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on October 8, 2005, and have no other connections to the Debtor. In compliance with the De Minimis Asset Sale Order, a declaration of CTMT is attached hereto as Exhibit C. The Debtor believes that the Purchase Price accurately reflects the current market value of the Property. The Debtor has determined, in its business judgment, that the Agreement provides for fair and appropriate terms and is a favorable price for the Property. The Debtor also believes that the Commission accurately reflects the current market value of the services rendered and is fair and appropriate.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the De Minimis Asset Sale Order, the Debtor will consummate the sale of the Property to the Purchaser, free and

clear of liens, claims, and encumbrances, and take such actions as are necessary to close the transaction, including but not limited to collection of proceeds from the Purchaser in connection with the sale of the Property and the payment of the Commission by the Debtor to CTMT, provided that counsel to the Debtor does not receive from a recipient of this notice a written objection or written request for additional time to evaluate the proposed sale within five business days from the date following initial receipt of this notice.

Dated: New York, New York
June 12, 2009

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT F

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Delphi Corporation
Special Parties

Company	Contact	Address1	City	State	Zip
Osprey SA LTD	Attn Adam Kennedy	7600 Grand River	Brighton	MI	48114

EXHIBIT G

Pg 25 of 29
Delphi Corporation
Special Parties

Company	Contact	Address1	City	State	Zip	Email
Osprey SA LTD	Attn Adam Kennedy	7600 Grand River	Brighton	MI	48114	akennedy@ospreysa.com

EXHIBIT H

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Delphi Corporation
Special Parties

Company	Contact	Address1	Address2	City	State	Zip
City of Dayton	Tax Department	101 West Third St		Dayton	OH	45402
Colliers Turley Martin Tucker	Dave Tobeson	Principal VP	3033 Kettering Blvd Suite 111	Dayton	OH	45439
Colliers Turley Martin Tucker	Norm Khoury	Principal SVP	221 E Fourth St 26th Fl	Cincinnati	OH	45202
First Highland	Kevin Smith	Principal	4400 Dixie Hwy	Fairfield	OH	45014
Montgomery County	Treasurer	451 West Third St		Dayton	OH	45402
Orton Development Company	Gregg Herbert	Chief Executive Officer	4040 MacArther Blvd Suite 315	Newport Beach	CA	92660
Peerless Transportation & Storage	Carl Bridges	President	PO Box 1296	Dayton	OH	45401
Stratacache	Chris Riegel	President	1031 East Third St	Dayton	OH	45402

EXHIBIT I

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Delphi Corporation
Special Parties

Company	Contact	Address1	Address2	City	State	Zip	Fax
Colliers Turley Martin Tucker	Dave Tobeson	Principal, VP	3033 Kettering Blvd Ste 111	Dayton	OH	45439	937-228-4909
Colliers Turley Martin Tucker	Norm Khoury	Principal, SVP	221 E. Fourth St 26th Fl	Cincinnati	OH	45202	513-421-1215
First Highland	Kevin Smith	Principal	4400 Dixie Hwy	Fairfield	OH	45014	513-858-2385
Orton Development Company	Gregg Herbert	Chief Executive Officer	4040 MacArther Blvd Ste 315	Newport Beach	CA	92660	949-474-7720
Peerless Transportation and Storage	Carl Bridges	President	PO Box 1296	Dayton	OH	45401	937-228-8127
Stratacache	Chris Riegel	President	1031 East Third St	Dayton	OH	45402	937-224-8184